



The David J. Joseph Company

RECORDATION NO. 25614 FILED

JUN 07 '05

2-31 PM



June 3, 2005

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of May 27, 2005 between the following parties:

Lessee: Martin Marietta Materials, Inc.
3019 Riverwatch Parkway
Augusta, Georgia 30907

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

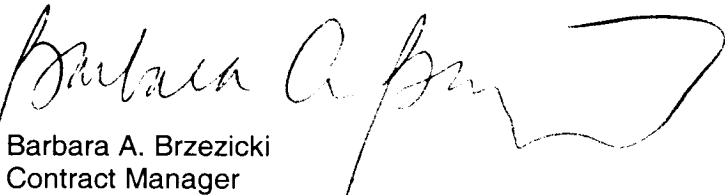
Please see Exhibit A for the equipment, (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of May 27, 2005 related to fifteen (15) railcars bearing reporting marks: JTSX 256 – JTSX 270, inclusive

Please file this agreement as a primary document. The filing fee in amount of \$33.00 is included on the enclosed check for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

JUN 07 '05


2-31 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 27th day of May, 2005, is intended to evidence the lease dated as of October 13, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MARTIN MARIETTA MATERIALS INC.**, a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifteen (15) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

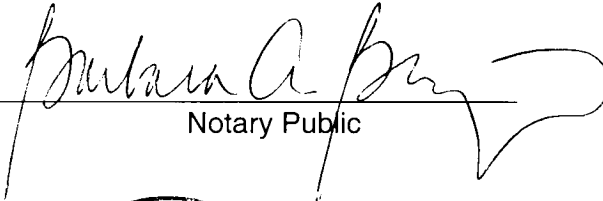
Title: Assistant Secretary

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

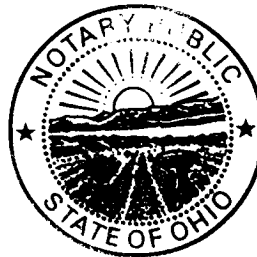
The foregoing instrument was acknowledged before me this 27th day of May, 2005, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006



Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

To the Memorandum of Lease dated May 27, 2005, between The David J. Joseph Company and Martin Marietta Materials, Inc.

DESCRIPTION OF UNITS

Fifteen (15) railcars bearing reporting marks:

JTSX 256 – JTSX 270, inclusive